

**EXHIBIT 10**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE: ) No. 12-12020 (MG)  
)  
RESIDENTIAL CAPITAL, LLC, ) Chapter 11  
et al., ) Administered  
Debtors. ) Jointly  
----- )

July 24, 2013

8:08 a.m.

Deposition of ALLEN M. PFEIFFER, held  
at the offices of Willkie, Farr & Gallagher  
LLP, 767 Seventh Avenue, New York, New York,  
before Laurie A. Collins, a Registered  
Professional Reporter and Notary Public of the  
State of New York.

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2       to be a billion dollars, but I'm not -- I'm not  
3       exactly sure at this moment.

4           Q.       And did you attempt to put any  
5       percentage recovery on that and incorporate it in  
6       your analysis?

7           A.       We did not.

8           Q.       So you counted it at zero?

9                   MR. KOH: Objection.

10                  MR. SIDMAN: Objection.

11          A.       We considered it to be a potential  
12       upside that's not estimable and probable in the  
13       same way that Lazard considered it to be a  
14       potential upside, if not estimable and probable,  
15       and put it in the category of unknowns, similar  
16       to, as I related to earlier, the various downsides  
17       that are -- that also were not included as actual  
18       claims that would impact the cash flows.

19          Q.       And why would any recoveries be a  
20       potential upside to the investors?

21          A.       To the extent that there is a recovery,  
22       the -- there's more cash available to be  
23       distributed as projected payments to the  
24       policyholders.

25          Q.       And the more the policyholders would

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2       likelihood that the \$92 million would be reduced  
3       by a meaningful amount. I don't -- I didn't say  
4       it would be zero; I just think that absent the  
5       plan support agreement that amount would be highly  
6       questionable and likely reduced in a meaningful  
7       way.

8           Q.       And do you have any work papers that  
9       show the calculation of your likelihood  
10      estimation?

11                   MR. KOH: Objection.

12           A.       We have -- we have spent significant  
13      time over many months estimating the rep and  
14      warranty claims, and the rep and warranty claims  
15      as a whole, and the rep and warranty claims that  
16      would be applicable to these 47 trusts as we  
17      estimate an allocation of those amounts.

18                   So in the context of advising the RMBS  
19      trustees over time, we certainly would have run  
20      various scenarios that have different recoveries,  
21      and those recoveries would flow in an allocation  
22      to the 47 trusts.

23                   But we did not separately estimate a  
24      different number that comes to mind other than the  
25      92 million, which is a result of the current plan

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2       support agreement.

3           Q.       Let me break that into pieces, because  
4       I have very specific questions as to it.

5                   First, are there any documents that  
6       reflect your calculation and estimation that there  
7       would be a likelihood that the \$92 million would  
8       be reduced by a meaningful amount in the absence  
9       of the settlement and the plan support agreement  
10      approval?

11                   MR. KOTWICK:  Objection.

12           Q.       Any documents?

13                   MR. KOTWICK:  Objection to the form.

14           A.       There -- I don't have a particular  
15      document in mind, but over many months we have  
16      documented and analyzed recoveries that are  
17      different from the ultimate recovery that was  
18      received in the plan support agreement.

19           Q.       And are there documents that reflect  
20      what you just described?  You said you did work  
21      for many months.  Are there documents that reflect  
22      that work?

23           A.       We continuously modeled different  
24      assumptions on recovery and allocation, and my  
25      understanding is that all that work on analysis

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2       And that is what paragraph 59 points out.

3           Q.       Now, you did not identify the  
4       consideration contained in paragraph 59 when you  
5       made your presentation to the trustees; correct?

6           MR. KOTWICK:   Objection to the form,  
7       asked and answered.

8           MR. KOH:   Objection.

9           A.       We did -- we did discuss that in the  
10      presentation on March -- on May 15th, and it is  
11      referenced as one of the -- or the first benefit  
12      listed as a benefit for the acceptance of the FGIC  
13      settlement proposal.

14          Q.       In your report in paragraph 59 you say,  
15      "While not part of D&P's May 15, 2013,  
16      presentation to the FGIC trustees, I understand  
17      that," and then you identify these claims.

18                  What did you mean when you wrote,  
19      "while not part of D&P's May 15, 2013,  
20      presentation to the FGIC trustees"?

21          A.       What that means is that at May 15th of  
22      2013 we had not quantified the \$92 million number.  
23      The \$92 million number was one that can only be  
24      quantified at the conclusion of the mediation  
25      sessions and after we had concluded our allocation

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2       of the recoveries from the R&W claims.

3           Q.       And are there documents that reflect  
4       the work that you just described?

5           A.       I don't understand the question.

6           Q.       You said that as of May 15th, 2013, we  
7       had not quantified the \$92 million number. But it  
8       was one that you calculated thereafter; correct?

9           A.       That's correct.

10          Q.       Are there documents that reflect that  
11       calculation?

12          A.       There's an allocation schedule that is  
13       provided in connection with the plan support  
14       agreement and with -- in connection with the  
15       disclosure statements. And if you do the  
16       arithmetic to add the 47 insured trusts' recovery,  
17       you would -- you would arrive at a number which is  
18       approximately \$92 million.

19          Q.       My question is do you have work papers  
20       or documents that reflect that calculation.

21          A.       I think I just answered that the  
22       document that reflects that calculation is the --  
23       the document is the schedule that accompanies the  
24       disclosure statement that was provided recently.

25          Q.       So you don't have any document at

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2           A.     Yes.

3           Q.     Where did you get that data from?

4           A.     INTex.

5           Q.     And what did you do on INTex in order  
6 to secure that information? How did you go about  
7 it?

8           A.     My team -- you know, if you have the  
9 trust information, then you could put that into  
10 INTex and it will tell you the balance of the  
11 active loans.

12          Q.     And your team ran these -- the analysis  
13 that's identified in paragraphs 34 and the  
14 following paragraphs; is that correct?

15          A.     Yes.

16          Q.     Did you retain any of the analyses that  
17 your team did in connection with that evaluation?

18          A.     Yes.

19          Q.     And did you provide it to us?

20          A.     I believe we did, yes.

21          Q.     In what form?

22          A.     I believe in Excel.

23          Q.     And that Excel the INTex -- INTex, is  
24 that the word -- the INTex analyses that your team  
25 provided or that your team undertook?



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2                   MR. KOTWICK: Objection to form.

3           A.       It provides the -- it provides the  
4 results of our claim analysis on a -- on a trust-  
5 by-trust basis and the results as summarized on  
6 page 8 and 9 of the presentation. It provides  
7 more detail with respect to the range of claim  
8 estimates that we came up with.

9           Q.       And if you look at the chart on page 8  
10 of your May 15th presentation, there are a series  
11 of percentages in the low case and the high case.  
12 Let's take the low case first. 65 percent, 80  
13 percent, 86 percent, do you see those numbers?

14          A.       I do.

15          Q.       Where did they come from?

16          A.       Those are the same numbers we described  
17 earlier, that as of the end of 2012 the accrued  
18 and unpaid amount as \$753 million. And therefore  
19 the notional claim for these ResCap insured --  
20 FGIC-insured trusts at the end of 2012 was 753.  
21 Then as we described earlier, you know, it's 789  
22 or whatever it is as of March.

23                   Then you project that claim amount  
24 through the next five years, and it's projected,  
25 as you see here on the page, that the number will

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2       increase between 2013 and 2017 but an additional  
3       \$173 million. And therefore that brings the  
4       cumulative claim from 65 percent up to 80 percent.

5                   And those numbers were all derived and  
6       calculated consistent with the description that is  
7       provided in the section of the report we were just  
8       looking at, paragraph 34 through 40.

9           Q.       In paragraph 36 there's a references to  
10      roll rate transition matrices. Are those also  
11      found on INTex?

12          A.       No, you have to provide that as an  
13      input to INTex.

14          Q.       And would that be based on assumptions,  
15      that is, the input that you and your team put in,  
16      is that based on any assumptions?

17          A.       Yes.

18          Q.       What assumptions?

19          A.       Well, as described, you have -- the  
20      roll rate transition matrices are -- they're used  
21      to calculate, as it says in paragraph 36, monthly  
22      prepayment and default rates for each trust.

23                   So you look at prepayment and default  
24      rates for each trusts historically, and then you  
25      look at rolling that forward to determine what you

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2       would expect to see in the coming years. So  
3       that's what's referred to as the roll rate  
4       matrices, and that's -- those rates are referred  
5       to as the conditional prepayment rates and  
6       conditional default rates. And you take those  
7       estimates and put them into INTex to arrive at an  
8       estimate claim, projected claim.

9           Q.       You then have, in paragraph 37,  
10       prepared forecast cash flows under various  
11       scenarios. Do you see that?

12           A.       Yes.

13           Q.       And that's the high and the low  
14       scenarios that you and your team generated; is  
15       that correct?

16           A.       Yes.

17           Q.       What were those high and low scenarios  
18       based on?

19           A.       Based on taking those results, results  
20       that came out of our model, with the various rates  
21       that we just described. It results in a  
22       particular forecast. And those forecasts are  
23       based on, as I described, the CPR and CDR severity  
24       assumptions.

25                   And cognizant of the fact that there's

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2       some estimation involved in those forecasts, in  
3       order to arrive at a low and a high range, we  
4       stress -- we apply a sensitivity to those  
5       assumptions by taking 10 percent off the bottom  
6       and adding 10 percent to the top for each of these  
7       assumptions. So you see that described in  
8       paragraph 37.

9           Q.       And what did you base those assumptions  
10       on, the high case and low case? Why 10 percent as  
11       opposed to some other number?

12          A.       Our judgment is that it makes sense to  
13       provide some sensitivity to those numbers, and 10  
14       percent variance was consistent with what we did  
15       for many other clients facing similar  
16       circumstances.

17                   I note, by the way, that this is  
18       exactly what we did for estimating losses for all  
19       the trusts, not just the FGIC wrapped trusts, but  
20       all the 392 trusts that were part of the 9019  
21       settlement and estimating claims for the  
22       nonsettling -- additional and nonsettling trusts.

23                   We used the same exact methodology. We  
24       did not change our methodology relative to looking  
25       at the settlement proposal; rather, we just took

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2           that information and looked at the 47 trusts that  
3           are the focus of the settlement to look at what  
4           the expected losses -- claims might be.

5           Q.       And do you have documents that reflect  
6           the analysis that you did with respect to the more  
7           than 47 trusts, the entire population?

8           A.       Yes.

9           Q.       And have you provided them to us?

10          A.       I don't think so, no.

11                   MR. BAIO: We're asking for them now.

12                   MR. GELFARB: Freddie Mac joins in that  
13           request.

14                   MR. KOH: We'll consider your request.

15          Q.       In paragraph 39 you then say, "D&P then  
16           applied the assumptions resulting from the above-  
17           described methodology."

18                   Do you see that?

19          A.       Yes.

20          Q.       So those are assumptions that result  
21           from this analysis; is that correct?

22          A.       Paragraph 39 refers to applies  
23           assumptions from the above-described methodology  
24           on a trust-by-trust basis according to the trusts'  
25           payment structures, kind of the waterfall within

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2       the trusts.

3           Q.       But the result of the above-described  
4       methodology is to generate assumptions that are  
5       then applied on a trust-by-trust basis; is that  
6       correct?

7                   MR. KOH:  Objection, form.

8           A.       There's an assumed level of claim  
9       amount for each trust, and those assumptions are  
10      then used -- there's assumed levels of claims --  
11      claim amounts for each trusts are then analyzed  
12      further on a -- within each trust on a tranche --  
13      if you look at the payment structures within the  
14      trust.

15          Q.       And based on that analysis, you came up  
16      with a \$409 million estimated policy claim amount  
17      in the low case and 793 million in the high case;  
18      is that correct?

19          A.       That's correct as of December 31st,  
20      2012.

21          Q.       Have you updated any of that data?

22          A.       Not at the time of this report.

23          Q.       How about since the time of the report?

24          A.       I think we're continually looking at  
25      it.

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2 Q. And have you come up with any numbers  
3 as a result of that continuing to look at it?

4 A. No conclusions have been arrived at  
5 that are different than this estimated range.

6 Q. Have the numbers gone up or down?

7 MR. KOH: Objection.

8 Q. Based on whatever your ongoing analysis  
9 is.

10 MR. KOH: Objection.

11 A. They have not gone up or down. We have  
12 not concluded on a different number.

13 Q. Let's go to the discount rate. I'd  
14 like you to look at paragraphs 52 and those that  
15 follow. I'll ask you questions about it.

16 The first question is in paragraph 53  
17 is it accurate that you attempted to determine an  
18 appropriate and reasonable rate at which to  
19 discount future cash flows?

20 A. Yes.

21 Q. And relied on your experience,  
22 independent sources of discount rate calculations,  
23 namely Ibbotson; is that correct?

24 A. Yes.

25 Q. And you selected the SIC -- is it SIC